

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF OHIO
EASTERN DIVISION**

In re:

**MISSISSIPPI RIVER CORPORATION,

Debtor.**

Case No. 10-51480

Chapter 11

Judge John E. Hoffman, Jr.

NOTICE OF MOTION WITH RESPECT TO FILING OF MOTION OF MISSISSIPPI RIVER CORPORATION, DEBTOR AND DEBTOR IN POSSESSION, FOR AN ORDER (I) AUTHORIZING THE SALE OF SUBSTANTIALLY ALL ITS ASSETS FREE AND CLEAR OF LIENS, CLAIMS AND ENCUMBRANCES WITH CERTAIN EXCEPTIONS UNDER ASSET PURCHASE AGREEMENT, SUBJECT TO HIGHER AND BETTER OFFERS; (II) AUTHORIZING THE ASSUMPTION AND ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS AND UNEXPIRED LEASES IN CONNECTION THEREWITH; (III) APPROVING PROCEDURES FOR AN AUCTION; (IV) SCHEDULING AN AUCTION AND HEARING DATE RELATING THERETO; (V) APPROVING BREAK-UP FEE; AND (VI) APPROVING THE FORMS OF NOTICE RELATING TO SALE AND BIDDING PROCEDURES

PLEASE TAKE NOTICE that on February 16, 2010, the Debtor, Mississippi River, Corporation, has filed a Motion, seeking Orders of the Bankruptcy Court on the following:

- (I) Authorizing the Sale of Substantially all its Assets Free and Clear of Liens, Claims and Encumbrances with Certain Exceptions under Asset Purchase Agreement to Mississippi River Company, LLC (“Proposed Purchaser”) for a purchase price of approximately \$8,138,213.54, which includes the assumption of promissory notes with a current balance owing to Adams County, Mississippi in the amount of approximately \$295,432 which are secured by a portion of the Debtor’s Natchez manufacturing facility (“Natchez Mill”), the assumption of certain real and personal property taxes associated with the Natchez Mill for the years 2008 and 2009 which currently total approximately \$658,781.54 (and future taxes now accruing in 2010), and the assumption of certain other liabilities, all subject to and pursuant to the terms and under the conditions of the Asset Purchase Agreement between the Debtor and Proposed Purchaser dated February 15, 2010 (the “APA”), and Subject to Higher and Better Offers;
- (II) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection Therewith;
- (III) Approving Procedures for an Auction;
- (IV) Scheduling an Auction and Hearing Relating Thereto;

(V) Approving Break-Up Fee to Proposed Purchaser of \$138,000 to be paid at closing from the proceeds of sale in the event that Proposed Purchaser is not the Winning Bidder at the Auction, and

(VI) Approving the Forms of Notices Relating to the Sale and Bidding Procedures.

A copy of the Motion has been sent to the Debtor's secured creditors, counsel for the secured creditors, the Office of the United States Trustee, and to the list of 20 largest unsecured creditors of the Debtor. If you want a copy of the Motion, please contact the Debtor's Proposed Counsel, identified below, and a copy will be immediately sent to you.

Your rights may be affected. You should read these papers carefully and discuss them with your attorney, if you have one in this bankruptcy case. If you do not have an attorney, you may wish to consult one. If you do not want the court to grant the relief sought in the motion with respect to items **III, IV, V, and VI above**, then on or before **twenty-one (21) days from the date set forth in the certificate of service for this Notice**, you must file with the court a response explaining your position by mailing your response by regular U.S. Mail to: Clerk, United States Bankruptcy Court, 170 North High Street, Columbus, OH 43215, OR your attorney must file a response using the court's ECF System.

The Court must **receive** your response on or before the above date.

You must also send a copy of your response either by 1) the court's ECF System or by 2) regular U.S. Mail to *Richard K. Stovall, Allen Kuehnle Stovall & Neuman LLP, 17 South High Street, Suite 1220, Columbus, Ohio 43215*.

If you or your attorney do not take these steps, the court may decide that you do not oppose the relief sought in the motion and may enter an order granting that relief without further hearing or notice. Please note that you will receive a further notice with respect to your opportunity to object and be heard with respect to the relief sought in items **(I) and (II)** above.

Date of Certificate of Service of Notice:

February 17, 2010

/s/ Richard K. Stovall

Richard K. Stovall (0029978)

Thomas R. Allen (0017513)

J. Matthew Fisher (0067192)

Daniel J. Hunter (0017536)

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Proposed Counsel for Debtor and Debtor in Possession